

188609

STATE OF SOUTH CAROLINA

(Caption of Case)

BEFORE THE
PUBLIC SERVICE COMMISSION
OF SOUTH CAROLINA

COVER SHEET

DOCKET
NUMBER: 2007 - 363 - C

Notification by 1LD Telecommunications
Inc and Andiano Telecom LLC of an
Asset Purchase agreement

(Please type or print)

Submitted by: Leon L Nowalsky

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NOTE: The cover sheet and information contained herein neither replaces nor supplements the filing and service of pleadings or other papers as required by law. This form is required for use by the Public Service Commission of South Carolina for the purpose of docketing and must be filled out completely.

DOCKETING INFORMATION (Check all that apply)

☐ Emergency Relief demanded in petition

☐ Request for item to be placed on Commission's Agenda expeditiously

☐ Other:

INDUSTRY (Check one)	NATURE OF ACTION (Check all that apply)		
<input type="checkbox"/> Electric	<input type="checkbox"/> Affidavit	<input checked="" type="checkbox"/> Letter	<input type="checkbox"/> Request
<input type="checkbox"/> Electric/Gas	<input type="checkbox"/> Agreement	<input type="checkbox"/> Memorandum	<input type="checkbox"/> Request for Certification
<input type="checkbox"/> Electric/Telecommunications	<input type="checkbox"/> Answer	<input type="checkbox"/> Motion	<input type="checkbox"/> Request for Investigation
<input type="checkbox"/> Electric/Water	<input type="checkbox"/> Appellate Review	<input type="checkbox"/> Objection	<input type="checkbox"/> Resale Agreement
<input type="checkbox"/> Electric/Water/Telecom.	<input type="checkbox"/> Application	<input type="checkbox"/> Petition	<input type="checkbox"/> Resale Amendment
<input type="checkbox"/> Electric/Water/Sewer	<input type="checkbox"/> Brief	<input type="checkbox"/> Petition for Reconsideration	<input type="checkbox"/> Reservation Letter
<input type="checkbox"/> Gas	<input type="checkbox"/> Certificate	<input type="checkbox"/> Petition for Rulemaking	<input type="checkbox"/> Response
<input type="checkbox"/> Railroad	<input type="checkbox"/> Comments	<input type="checkbox"/> Petition for Rule to Show Cause	<input type="checkbox"/> Response to Discovery
<input type="checkbox"/> Sewer	<input type="checkbox"/> Complaint	<input type="checkbox"/> Petition to Intervene	<input type="checkbox"/> Return to Petition
<input checked="" type="checkbox"/> Telecommunications	<input type="checkbox"/> Consent Order	<input type="checkbox"/> Petition to Intervene Out of Time	<input type="checkbox"/> Stipulation
<input type="checkbox"/> Transportation	<input type="checkbox"/> Discovery	<input type="checkbox"/> Prefiled Testimony	<input type="checkbox"/> Subpoena
<input type="checkbox"/> Water	<input type="checkbox"/> Exhibit	<input type="checkbox"/> Promotion	<input type="checkbox"/> Tariff
<input type="checkbox"/> Water/Sewer	<input type="checkbox"/> Expedited Consideration	<input type="checkbox"/> Proposed Order	<input type="checkbox"/> Other:
<input type="checkbox"/> Administrative Matter	<input type="checkbox"/> Interconnection Agreement	<input type="checkbox"/> Protest	
<input type="checkbox"/> Other:	<input type="checkbox"/> Interconnection Amendment	<input type="checkbox"/> Publisher's Affidavit	
	<input type="checkbox"/> Late-Filed Exhibit	<input type="checkbox"/> Report	

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NOWALSKY, BRONSTON & GOTHARD

A Professional Limited Liability Company

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Monica Borne Haab
Philip R. Adams, Jr.

September 19, 2007

BY OVERNIGHT DELIVERY

Executive Secretary
Saluda Bldg.
101 Executive Center Drive
Suite 100
Columbia, SC 29210

2007-363-C

Re: Notification by ILD Telecommunications, Inc. and Andiamo Telecom, L.L.C.
of an Asset Purchase Agreement

Dear Sir or Madam:

On behalf of ILD Telecommunications, Inc. ("ILD") and Andiamo Telecom, L.L.C. ("Andiamo") (together "Applicants"), this letter is to advise the Commission of an Asset Purchase Agreement (the "Agreement"), whereby ILD will acquire those assets related to Andiamo's operator service customer accounts in this State (the "Acquisition").

It is our understanding, based upon review of the applicable statutes and regulations, that this transaction does not require prior Commission approval. Accordingly, absent written notice to the contrary within thirty (30) days of the date of this letter, the parties will proceed to consummate the transaction in a timely fashion.

ILD is a Delaware corporation with principal offices located at 5000 Sawgrass Village Circle, Suite 30, Ponte Vedra Beach, FL 32082. Intellicall Operator Services, Inc., ("IOS"), the regulated entity, is a wholly-owned subsidiary of ILD. IOS is certified to provide long distance and operator services in this State.¹

Andiamo is an Arizona limited liability company with principal offices located at

¹IOS is certified to provide long distance and operator services in this State pursuant to authority granted in Docket No. 92-168-C93-250 on 3/30/93.

10575 North 114th Street, Suite 103, Scottsdale, AZ 85259. Andiamo is a certified provider of resold long distance and operator services in this State.²

The Acquisition contemplates the following:

- a. ILD will receive ownership, right, title and interest in and to those assets and customer accounts of Andiamo, specifically as defined in the Agreement.
- b. Andiamo will receive the purchase price set forth in the Agreement.

ILD proposes the Acquisition to consolidate those operator assisted business and customer accounts of Andiamo with ILD in order to create a single, larger provider of operator assisted telecommunications services, facilitating efficiencies to benefit all of ILD's and Andiamo's customers. Service to Andiamo's customers will continue uninterrupted. Following this transaction, Andiamo will continue providing long distance telecommunications services to customers in the state through its present regulatory licenses which Andiamo will maintain.

The customers of Andiamo will be given the opportunity to switch their service from Andiamo to a different carrier. ILD anticipates that none of the customers of Andiamo will experience any change in rates due to the Acquisition. To the extent that any of Andiamo's rates are not presently included in ILD's Tariffs, ILD will amend its tariffs accordingly to include such rates. As a result, the transaction should not cause any inconvenience or confusion to the pre-existing customers of either Andiamo or ILD. Those customers of Andiamo who choose not to switch their service to a different carrier will receive service from ILD.

The technical, managerial and financial personnel of ILD will assist with the transition and integration of the acquired Assets after the transaction and these same personnel will continue to serve the transferred Andiamo customers with the same high level of expertise.

Critical to the Acquisition is the need to ensure the continuation of high quality service to all customers currently served by Andiamo. The Acquisition will serve the public interest in that it will ensure that current Andiamo customers maintain uninterrupted service. The Acquisition will also serve to create a heightened level of operating efficiency which generally will serve to enhance the overall capacity of ILD to

²Andiamo is certified to provide operator services in this State pursuant to authority granted in Docket No. 2004-252-C on 4/5/05.

compete in the marketplace and to provide telecommunications services for a greater number of consumers in this State at competitive rates.

The parties are forwarding this letter to the Commission for informational purposes, to be included in the appropriate files. Absent receipt of written notification to the contrary within thirty (30) days of the date of this letter, we will proceed under the understanding that no approval or other formal action is required by the Commission prior to consummation of the proposed transaction.

Enclosed are the original and five (5) copies of this letter. Please return one (1) of the copies file-stamped in the envelope provided. If you need any further information or have any questions regarding the matters discussed herein, please do not hesitate to contact me. Thank you for your assistance in this matter.

Respectfully submitted,

Leon Nowalsky, Esq.
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Andiamo Telecom, L.L.C. d/b/a AOS Operator